

MINUTES OF THE REGULAR CITY COUNCIL MEETING
TUESDAY- -DECEMBER 5, 2006- -7:30 P.M.

Mayor Johnson convened the Regular Meeting at 7:50 p.m.
Councilmember Daysog led the Pledge of Allegiance.

ROLL CALL - Present: Councilmembers Daysog, deHaan, Gilmore,
Matarrese, and Mayor Johnson - 5.

Absent: None.

AGENDA CHANGES

(06-577) Mayor Johnson announced that the Council Meeting would be recessed after the Consent Calendar to convene the Special Joint City Council, Alameda Reuse and Redevelopment Authority, and Community Improvement Commission Meeting.

PROCLAMATIONS, SPECIAL ORDERS OF THE DAY AND ANNOUNCEMENTS

None.

CONSENT CALENDAR

Councilmember Matarrese moved approval of the Consent Calendar noting that the recommendation to authorize the City Manager to negotiate a Purchase Agreement in the amount of \$99,500 [paragraph no. *06-585] includes the purchase of six All-Electric Vehicles; congratulated the Public Works Department for finding said vehicles.

Councilmember deHaan seconded the motion, which carried by unanimous voice vote - 5.

[Items so enacted or adopted are indicated by an asterisk preceding the paragraph number.]

(*06-578) Minutes of the Special Joint City Council and Alameda Reuse and Redevelopment Authority and Regular City Council Meetings held on November 21, 2006. Approved.

(*06-579) Ratified bills in the amount of \$577,921.72.

(*06-580) Recommendation to accept Impact Fee Report for Police and Fire Services. Accepted.

(*06-581) Recommendation to accept the Affordable Housing Ordinance Annual Review. Accepted.

(*06-582) Recommendation to accept the Public Art Ordinance Annual

Review. Accepted.

(*06-583) Recommendation to accept Annual Review of the Citywide Development Fee and the Fleet Industrial Supply Center Catellus Traffic Fee. Accepted.

(*06-584) Recommendation to award Professional Services Contract in the amount of \$337,000, including contingencies, to Marine Express, Inc., for the Main Street Ferry Terminal Barge Maintenance Project. Accepted.

(*06-585) Recommendation to authorize the City Manager to negotiate a Purchase Agreement in the amount of \$99,500, including contingencies, to Cabral Chrysler Jeep, Suzuki to purchase six All-Electric Vehicles. Accepted.

(*06-586) Recommendation to authorize the Fire Chief to apply for Assistance to the Firefighters Grant Program for an amount up to \$419,145 to develop and administer a Technical Rescue Program. Accepted.

(*06-587) Resolution No. 14043, "Declaring Canvass of Returns and Results of the Consolidated General Municipal Election Held on November 7, 2006." Adopted.

(*06-588) Resolution No. 14044, "Amending Resolution No. 10001 to Update Signing Authority for Local Agency Investment Fund." Adopted.

(*06-589) Resolution No. 14045, "Reappointment T. David Edwards as Trustee to the Alameda County Mosquito Abatement District Board." Adopted.

(*06-590) Resolution No. 14046, "Authorizing Open Market Purchase of Software Licenses for the Laserfiche Electronic Document Imaging System from ECS Imaging, Inc for City-wide Usage." Adopted.

(*06-591) Introduction of Ordinance Amending Ordinance Nos. 2559, 2681, 2835, 2844, 2857, and 2896 and Approving and Adopting the Sixth Amendment to the Community Improvement Plan for the Business and Waterfront Improvement Project. Introduced.

Mayor Johnson called a recess at 7:55 p.m. and reconvened the Regular City Council Meeting at 7:58 p.m.

REGULAR AGENDA ITEMS

(06-592) Public Hearing to consider an Appeal of the Planning Board's Approval of Major Design Review DR06-0002 for 3292 Washington Street; and

(06-592A) Resolution No. 14047, "Approving to Send the Design Back to the Planning Board for Consideration to Make the Addition More Compatible with the Single Story Characteristics of the Neighborhood; i.e., Setting the Second Story Back in a Fashion that Would Not Affect the Appearance from the Street." Adopted.

The Supervising Planner gave a brief Power Point presentation.

Vice Mayor Gilmore inquired how far back the bulk of the second-story addition is from the property line, to which the Supervising Planner responded approximately twenty feet.

Vice Mayor Gilmore requested an explanation on the historic and non-historic design review guidelines.

The Supervising Planner stated the residential design review guidelines have a series of guidelines for second stories; the subject building is non-historic; additional guidelines address historic building additions.

Mayor Johnson inquired whether the guidelines are more specific to certain structures, to which the Supervising Planner responded in the affirmative.

Councilmember Daysog stated photos show shading on December 5 at 11:30 a.m. and September 30 at 10:00 a.m.; inquired what would be the current shade at 8:00 a.m. and how the shade would change with a two-story structure next door.

The Supervising Planner responded reflected light would be less with a two-story structure; stated the sky would be less visible; no one has argued that the addition would not affect the neighbor's livability.

Mayor Johnson inquired what is the existing square footage of the house, to which the Supervising Planner responded approximately 1,000 square feet.

Councilmember deHaan stated a comparison is easy because a large home already exists next to similar property; noted that there was full sun at 10:00 a.m. today; stated similar structures were in full shade; the kitchen and eating areas are in the center of the house.

Mayor Johnson opened the public portion of the hearing.

Proponents (In favor of appeal): Ann Quintell, Alameda; Gina Mariani, Alameda; Charles Wolf, Alameda; Steven Lau, Alameda; David McCarver, Appellant.

Opponents (Not in favor of appeal): None.

Vice Mayor Gilmore inquired whether the Appellant would ever consider a second-story addition to the Applicant's house.

The Appellant responded a person should buy a five-bedroom home if a five-bedroom home is needed; stated an individual should not be allowed to transform a home in a neighborhood with uniform structures; the Applicant's second-story deck takes full advantage of the sun that would be taken away from his house; he is working on an ordinance with neighbors that would require that design review guidelines be followed and that second-story additions should be sufficiently set back to maintain the one-story character of the neighborhood.

Vice Mayor Gilmore inquired whether the Appellant would entertain a second-story addition under limited circumstances.

The Appellant responded a rear addition would be acceptable.

Vice Mayor Gilmore stated any second-story addition would shade the Appellant's house.

The Appellant stated a rear addition would not shade his kitchen and family room areas.

Mayor Johnson inquired whether the Appellant was referring to a rear, second-story addition.

The Appellant responded in the affirmative; stated most neighborhood additions are rear additions built on the back of the house to provide a one-story character.

Councilmember deHaan inquired whether the Appellant shared that he would accept a rear, set back addition.

The Appellant responded he would not be at tonight's meeting if the Applicant's needs could be met with a rear second-story addition.

Councilmember deHaan inquired whether the Appellant would be hampered by the Applicant going further back to the fence line.

The Appellant responded that he would need to see the plans; stated he would be more amicable to the idea instead of what is currently

requested.

Vice Mayor Gilmore stated the Applicant could get more square footage by going over to the existing wall.

Councilmember Matarrese stated the project is not compatible with the adjacent and neighboring buildings and does not match the ranch style houses; the project must meet all three requirements for design review approval.

Mayor Johnson inquired whether the Applicant or architect were present; further inquired whether the Applicant wished to speak.

The Applicant indicated the architect was not present and she did not wish to speak.

Councilmember Matarrese stated the project does not meet the criteria for design review approval; the Appellant has requested that the project be denied as proposed and that the addition be sufficiently set back to retain the one-story residential neighborhood character.

Mayor Johnson inquired whether the Appellant is working with the neighborhood on the ordinance issue, to which the Appellant responded in the affirmative.

Mayor Johnson stated the area is predominately a single-story neighborhood; the ordinance could be modified to reflect that the neighborhood is a single-story area.

There being no further speakers, Mayor Johnson closed the public portion of the hearing.

Mayor Johnson stated she wished the project architect was present; she would prefer to have the project meet the size and scale of the neighborhood and reflect the neighborhood's character.

Councilmember deHaan stated the lot configuration provides the Applicant with an opportunity to build a single-story addition; he would be leery of a second-story addition; he is concerned with the sunlight factor.

Vice Mayor Gilmore stated the current zoning code permits second-story additions if design guidelines are met; R-1 neighborhoods would be down zoned across the City if Council unilaterally decided not allow the Applicant to build a second-story addition; arguments could be made regarding the appearance of the second-story addition; the shading issue might not be eliminated by moving the second-story addition closer to the property line.

The Supervising Planner stated moving the second-story addition closer to the property line might help; the shading study shows that moving the addition further away from the Appellant's house would reduce the impact; he understands that the Appellant does not mind the back side shading; the Appellant believes that relocating the master bedroom to the back of the house would open up the kitchen and dining area sunlight; the approach could be explored.

Vice Mayor Gilmore inquired whether a quick test could be done without doing a full-scale redesign; further inquired whether computer modeling could be done.

The Supervising Planner responded computer modeling could be done; stated he would prefer that Council pose the question directly to the Appellant; computer modeling cannot be done quickly; Council would need to remand the matter back to the Planning Board for redesign.

Councilmember Matarrese concurred with Vice Mayor Gilmore regarding an allowed second-story addition in the neighborhood; stated other property owners enjoy the right to add a second story and the right cannot be denied to the Applicant; three conditions need to be met for design review approval; the current proposed design is not compatible with the adjacent and neighboring buildings; he would like to send the matter back to the Planning Board to consider redesign that models the Appellant's suggestion to set the addition back from the street in order to retain the one-story character of the neighborhood; the shade issue would be addressed.

Mayor Johnson stated she would like to address the neighborhood's size and scale also; the neighborhood's size and scale would not be maintained by doubling the house size.

Vice Mayor Gilmore stated she would like to hear from the Applicant; statements have been made regarding size, scale and shading issues; suggestions have been made to send the project back to the Planning Board to consider moving the second-story addition over to the existing wall of the house and setting the front of the second-story addition back.

The Applicant stated that she does not have problems with making any changes; she has been working patiently with the neighbors for the last fifteen months.

Mayor Johnson stated the project got off to a bad start for both sides; an internal error occurred on the City's side; she hopes that the neighbors can patch up the relationship.

Vice Mayor Gilmore stated she is not convinced that any second-story addition would provide the Appellant with sunlight within the specified areas of the home; she would be hard pressed to deny the project based solely on a shade issue because the zoning ordinance allows for second-story additions; she encourages the two neighbors to work out the situation.

Mayor Johnson stated the important factors are the size, scale, and architectural style of the neighborhood; a tree can cause shade.

Councilmember deHaan stated an opportunity exists to go back towards the fence to gain approximately fifteen feet.

Councilmember Matarrese moved approval of sending the design back to the Planning Board for consideration to make the addition more compatible with the single-story characteristics of the neighborhood; i.e., setting the second story back in a fashion that would not affect the appearance from the street.

Vice Mayor Gilmore stated specific direction is needed to review the entire shading issue, the front house being set back, and the addition moving over toward the wall of the house closest to the property line.

Councilmember Matarrese stated the current design is not compatible with the adjacent buildings; the Appellant stated the second-story addition would be acceptable if pushed back from the front; the neighbors can work on the shading issue.

Councilmember deHaan stated the shading issue is easily identified because existing housing has similar conditions; a lot of analysis would not be necessary.

Councilmember Matarrese stated he would be hard pressed to turn the project down because of the shading issue; the Applicant and Appellant are encouraged to work things out to ensure that a certified design is presented to the Planning Board.

Councilmember deHaan seconded the motion, which carried by unanimous voice vote - 5.

(06-593) Recommendation to adopt Amendment No. 1 of FY 2006-07 Community Development Block Grant (CDBG) Action Plan and to authorize the City Manager to negotiate and execute grant agreements and related documents.

The Development Services Director gave a brief presentation.

Mayor Johnson opened the public portion of the hearing.

George Phillips, Alameda Boys and Girls Club, thanked Council and City staff for recognizing the importance of a partnership with the Boys and Girls Club for the youth facility; stated he welcomes any opportunity to receive help from the City.

Liz Varela, Building Futures with Women and Children, thanked Council and City staff for supporting the Midway Shelter's program.

There being no further speakers, Mayor Johnson closed the public portion of the hearing.

Mayor Johnson thanked the Social Services Human Relations Board (SSHRB); stated the SSHRB works with non-profits to make CDBG distribution recommendations to Council.

Councilmember Daysog stated Blight Busters fund a program to clear blighted properties in redevelopment areas; inquired whether picking up trash is included; stated there is trash in the Webster Street Tube and at the entrance to Alameda; inquired whether said area would be eligible.

The Development Services Director responded the program is for capital projects and involves demolition; the proposal is to take down as many as four blighted Alameda Point structures.

Councilmember Daysog moved approval of the staff recommendation.

Councilmember Matarrese seconded the motion, which carried by unanimous voice vote - 5.

(06-594) Ordinance No. 2955, "Approving and Authorizing the Execution of a Lease Agreement Between the East Bay Regional Park District, as Lessee, and the City of Alameda, as Lessor, as an Urgency Ordinance for a 66-Year Lease for the Development of the San Francisco Bay Trail Project at Alameda Point." Passed.

The Development Services Director gave a brief presentation.

Mayor Johnson opened the public portion of the hearing.

Doug Siden, East Bay Regional Park District, thanked Council and City staff for efforts made.

There being no further speakers, Mayor Johnson closed the public portion of the hearing.

Councilmember Daysog inquired whether the staff report made reference to the USS Hornet Park or Hornet Park.

The Finance and Administration Division Manager responded the referenced area is Hornet Field.

Councilmember Daysog moved passage of the urgency ordinance.

Councilmember Matarrese seconded the motion.

Under discussion, Councilmember Matarrese stated the area is not just a strip of asphalt along the Bay but is an empty half a million-dollar park development.

Councilmember Daysog stated the project was one of the first he worked on outside of City Council; tremendous strides have been made with the East Bay Regional Park District.

On the call for the question, the motion carried by unanimous voice vote - 5.

Mayor Johnson called a recess at 9:13 p.m. and reconvened the Regular Meeting at 1:07 a.m.

ORAL COMMUNICATIONS, NON-AGENDA

(06-595) Jean Sweeney stated she called CalTrans to see if the City would be able to adopt Webster Street; CalTrans advised her that Kiwanis adopted the land; Kiwanis advised her that probably the Webster Street Tube and entrance would be cleaned up; she did not follow up on the matter.

COUNCIL COMMUNICATIONS

(06-596) Councilmember Matarrese stated it has been a pleasure serving with Councilmember Daysog; noted he first met Councilmember Daysog on the Economic Development Commission ten years ago.

Councilmember Daysog stated it has been a pleasure working with the past and present Council.

Vice Mayor Gilmore thanked Councilmember Daysog for his dedication.

Mayor Johnson stated Council will miss having Councilmember Daysog on the Council; Councilmember Daysog's historical prospective is appreciated; Councilmember Daysog has seen the City go through many trying times.

Councilmember Daysog stated times were tough when he first got involved in 1994; people were selling homes below value because the Naval Air Station was closing and the economy was not great.

Councilmember deHaan stated that he and Councilmember Daysog worked together on the Base Reuse Advisory Group (BRAG); noted that not many Councilmembers have served with such dedication as Councilmember Daysog has done for ten years.

Councilmember Daysog stated that he has never missed a regular Council meeting.

Mayor Johnson stated that Councilmember Daysog has done a lot for the community; Alameda is in a much better place because of the ten years Councilmember Daysog served on the Council.

ADJOURNMENT

There being no further business, Mayor Johnson adjourned the meeting at 1:18 p.m.

Respectfully submitted,

Lara Weisiger
City Clerk

The agenda for this meeting was posted in accordance with the Brown Act.

MINUTES OF THE SPECIAL CITY COUNCIL MEETING
TUESDAY- -DECEMBER 5, 2006- -6:00 P.M.

Mayor Johnson convened the Special Meeting at 6:10 p.m.

Roll Call - Present: Councilmembers Daysog, deHaan, Gilmore, Matarrese, and Mayor Johnson - 5.

Absent: None.

The Special Meeting was adjourned to Closed Session to consider:

(06-575) Conference with Labor Negotiators; Agency negotiators: Craig Jory and Human Resources Director; Employee organizations: Alameda City Employees Association, Management and Confidential Employees Association, and Police Association Non-Sworn.

(06-576) Public Employee Performance Evaluation; Title: City Manager.

Following the Closed session, the Special Meeting was reconvened and Mayor Johnson announced that regarding Labor, Council received a briefing from its labor negotiators regarding the status of on-going negotiations; regarding Public Employee Performance Evaluation, Council voted to extend the City Manager Contract for one year and granted performance bonus pursuant to the existing Contract; the Contract will be brought back to Council for formal amendment in January, 2007.

Adjournment

There being no further business, Mayor Johnson adjourned the Special Meeting at 7:40 p.m.

Respectfully submitted,

Lara Weisiger
City Clerk

The agenda for this meeting was posted in accordance with the Brown Act.

MINUTES OF THE SPECIAL JOINT CITY COUNCIL, ALAMEDA
REUSE AND REDEVELOPMENT AUTHORITY (ARRA), AND
COMMUNITY IMPROVEMENT COMMISSION (CIC) MEETING
TUESDAY- -DECEMBER 5, 2006- -7:31 P.M.

Mayor/Chair Johnson convened the Special Joint Meeting at 7:55 p.m.

ROLL CALL - Present: Councilmembers / Authority Members /
Commissioners Daysog, deHaan, Gilmore,
Matarrese, and Mayor / Chair Johnson - 5.

Absent: None.

CONSENT CALENDAR

Councilmember/Authority Member/Commissioner Gilmore moved approval of the Consent Calendar.

Councilmember/Authority Member/Commissioner Matarrese seconded the motion, which carried by unanimous voice vote - 5.

[Items so enacted or adopted are indicated by an asterisk preceding the paragraph number.]

(*06-597CC/06-073CIC) Minutes of the Special Joint City Council and Community Improvement Commission Meeting held on November 21, 2006. Approved.

(*06-074CIC) Recommendation to accept the Annual Report and authorize transmittal to the State Controller's Office and the City Council. Accepted.

AGENDA ITEMS

(06-598CC/06-075CIC) Recommendation to accept transmittal of the:
1) Comprehensive Annual Financial Report (CAFR) for Fiscal Year ended June 30, 2006; 2) Auditor's Agreed Upon Procedures Report on compliance with Vehicle Code Section 40200.3 Parking Citation Processing; 3) Agreed Upon Procedures Report on compliance with the Proposition 111 21005-06 Appropriations Limit Increment; 4) Police and Fire Retirement System Pension Plans 1079 and 1092 Audit Report for Fiscal Year ended June 30, 2006; 5) Metropolitan Transportation Commission Grant Programs Financial Statements for Year ended June 30, 2006; 6) Community Improvement Commission Basic Component Unit Financial Statements for the Year ended June 30, 2006; and 7) Alameda Reuse and Redevelopment Authority Basic Component Unit

Financial Statements for the Year ended June 30, 2006.

The City Auditor commended staff on the audit; stated the audit went smoothly; thanked Maze and Associates for doing a fine job.

Councilmember/Authority Member/Commissioner deHaan moved approval of the staff recommendation.

Councilmember/Authority Member/Commissioner Daysog seconded the motion.

Under discussion, Councilmember/Authority Member/Commissioner Daysog thanked City staff, City Auditor, and Maze and Associates; stated the audit is a perfect reflection of where the money is going; the audit shows a debt load comparison and puts the data in context; the public can learn much from the audit.

On the call for the question, the motion carried by unanimous voice vote - 5.

Mayor/Chair Johnson called a recess at 7:58 p.m. and reconvened the Joint Meeting at 9:13 p.m.

(06-599CC/06-076CIC) Joint Public Hearing to consider adoption of resolutions and introduction of ordinances related to the Catellus Mixed Use Development Project.

The Supervising Planner gave a brief Power Point presentation.

The Base Reuse and Community Development Manager gave a brief report.

Karen Altschuler, with SMWM, provided a brief report on the plans for physical improvements.

Tom Marshall, Catellus Executive Vice President, provided a brief report on project phasing.

Mayor/Chair Johnson opened the public portion of the hearing; stated speakers would be limited to two minutes.

Proponents (In favor of staff recommendation): Nicholas Simpson, Miracle League; Jaime Moreno, Boys and Girls Club of Alameda; Ed Clark, West Alameda Business Association (WABA); Barry Luboviski;

Lisa Dickerson, Alameda; Oliver M. Vido, Alameda; Theresa Golden, Alameda; Eric J. Kos, Greater Alameda Business Association (GABA); John Abrate, Alameda; Patty Jacobs, Alameda; Diane Lichtenstein, Alameda; Jennifer Cohen, Alameda; Diana Kenney, Miracle League; Kurt Atherton, Marina Square; Russ Grant, Alameda; Harry Hartman, Alameda; Kathy Wagner, Marina Square Athletic Club (provided handout); Cathy Leong, Alameda; Matt Maloon, International Brotherhood of Electrical Workers 595 (IBEW); Bruce Reeves, Alameda; Bruce Lymburn, Clif Bar and Company; Diana Thomas, Marina Square Athletic Club; Andy Slivka, Carpenters Union; David Steele, Alameda; Barry Cohn, NAI BT Commercial; Don Peterson, Alameda; Lauren Do, Alameda; Lorre Zuppan, Alameda; Lucy Gigli, Bike Alameda and Coalition Partners; Jeff Cambra, Bike Alameda and Coalition Partners (provided handout); Jon Spangler, Pedestrian Friendly Alameda; Anne Rockwell, Miracle League; Donna Gianovlis, Cardinal Point; Bill Williford, Oakland; Kent Rosenblum, Rosenblum Cellars; Saboor Zapari, Angela's Restaurant; John Rockwell, Alameda; Eugenie Young, Alameda; Bram Briggance, Miracle League; Melody Marr, Alameda Chamber of Commerce; Jim Rockwell, Miracle League; Seth Hamalian, Alameda; Mario Mariani, Alameda; Nick Cabral, Alameda; Roberta Rockwell, Miracle League.

Neutral: Jean Sweeney, Alameda (provided handout); David Giovannoli, Alameda; David Kirwin, Alameda; Denise Brady, Alameda.

There being no further speakers, Mayor Johnson closed the public portion of the hearing.

Councilmember/Authority Member/Commissioner Matarrese requested an explanation of the City's financial obligations, including where the money would come from and where the money would go.

Vice Mayor/Authority Member/Commissioner Gilmore requested an explanation of the City's responsibilities under the existing DDA and when obligations would start.

The Base Reuse and Community Development Manager stated \$27.5 million is the tax increment contribution; another \$8 million contribution may be required if the project does not achieve a 12% Rate of Return for the developer; the City expects to be netting a \$5 million Bayport profit participation; the three items total the City's sole commitment of \$40.5 million and are tax increment funds generated by the project; the money is tied to the developer's property investment which creates the value leading to the tax increment reinvested for demolition and backbone infrastructure work and is capped at \$40.5 million; the CIC had an uncapped

obligation to pay for the predevelopment, demolition, backbone infrastructure, and CEQA mitigation under the existing DDA; the new DDA caps the obligation; the developer is fronting the entire project cost and the CIC is not required to borrow money as outlined in the existing deal.

Councilmember/Authority Member/Commissioner Matarrese requested an explanation of the profit participation.

The Base Reuse and Community Development Manager stated there is a set per lot land price for the Bayport project in addition to a profit participation formula in the existing DDA that states the CIC would share in the upside if the deal turned out to be better than originally contemplated; the project participation is being generated now and is being used to pay for the backbone infrastructure, demolition and other Bayport obligations; the maximum proceeds of \$5 million would be pledged to the Alameda Landing project when all of the shortfall loans and predevelopment obligations are paid off; the obligation is identical to the existing deal.

Councilmember/Authority Member/Commissioner Matarrese inquired whether the cash contribution is the property tax increment that is generated from developer improvements.

The Base Reuse and Community Development Manager responded in the affirmative; stated the proposal is to have funds raised via bond sales versus annual tax increment allocations; the bonds would be secured with the tax increment, not by money tied to the General Fund.

Vice Mayor/Authority Member/Commissioner Gilmore requested an explanation of the land value.

The Base Reuse and Community Development Manager stated Catellus is estimating a \$60.3 million land value once all improvements are constructed; the land has minimal value now; Catellus needs to invest \$103 million in the project to yield the \$60.3 million land value; Catellus would complete the property improvements; the land would be contributed to the project in exchange for the property investment; the CIC would not be contributing cash to the project; Catellus would be credited against the investment; the land would be put into the deal and would become the improved land; the developer's return would go up in the event that the project results in greater land values; the CIC would share 50/50 if the project is extremely successful and the developer hits an 18%

return; there is an opportunity to share in the upside and recoup the project value.

Councilmember/Authority Member/Commissioner deHaan inquired how much money would be generated with the Bayport profit share and whether all of the money would go back into the project.

The Base Reuse and Community Development Manager responded the Bayport profit participation is the net once all obligations have been paid down; a \$30 million profit participation is anticipated; \$25 million would be used to pay off obligations.

Councilmember/Authority Member/Commissioner Daysog inquired whether the City had no revenue stream and had to work with Catellus as a partner to provide the funding.

The Base Reuse and Community Development Manager responded in the affirmative; stated the City has a backbone infrastructure obligation; other costs escalated and reflect the ultimate project costs.

Councilmember/Authority Member/Commissioner Daysog stated Council thought that the City would barely break even because the Bayport homes were to sell for \$400,000 on average; the homes are selling between \$700,000 and \$900,000.

The Base Reuse and Community Development Manager stated the strength of the residential market is what made the project financially viable for the CIC; the small amount of profit participation would be put toward Alameda Landing.

Councilmember/Authority Member/Commissioner deHaan requested an explanation of the wharf rehabilitation plan and the City's share.

The Base Reuse and Community Development Manager responded the City is contributing \$40.5 million overall for the project; stated Catellus is responsible for all wharf renovation costs which are included in the \$76.3 million figure; the wharf component is approximately \$25 million.

Councilmember/Authority Member/Commissioner deHaan inquired who would be responsible for maintenance once the project is built out.

The Base Reuse and Community Development Manager responded the City would maintain the public portions of the wharf through the Municipal Services District; stated Catellus would maintain the

private portions.

Mayor/Chair Johnson stated project evaluations are based upon not knowing whether Clif Bar would be part of the project; the City is hopeful that Clif Bar would be part of the project.

The Base Reuse and Community Development Manager stated Clif Bar and Catellus have a signed letter of intent but a lease has not been executed.

Councilmember/Authority Member/Commissioner deHaan inquired whether Catellus would take over funding Tinker Avenue, to which the Base Reuse and Community Development Manager responded in the affirmative.

Councilmember/Authority Member/Commissioner deHaan inquired whether Catellus would take over the residential remediation requirements, to which the Base Reuse and Community Development Manager responded in the affirmative.

Councilmember/Authority Member/Commissioner deHaan inquired whether Catellus would put funding into the Atlanta Avenue and Clement Avenue extension in support of the transportation corridors.

The Base Reuse and Community Development Manager responded the analysis is part of the Environmental Impact Report (EIR); stated the Supervising Planner indicated that the Clement Avenue extension was not an impacted intersection when analyzed as part of the EIR.

Mayor/Chair Johnson requested an explanation of the Tinker Avenue extension project and timeline; stated land banking has resulted in a significant amount of blight throughout the northern waterfront.

The Base Reuse and Community Development Manager responded the Tinker Avenue extension project requirement is not different than the project approved in 2000; the EIR adopted a statement of overriding considerations and recognized that the Tinker Avenue extension may be infeasible because of third party issues beyond the City's control; the City may not be able to get a permit from CalTrans or be able to acquire the necessary land for the Tinker Avenue extension; the Supplement EIR (SEIR) makes findings identical to the 2000 EIR; the developer and the City recognize that the Tinker Avenue extension is an important east/west corridor for the West End; the funding is built into the \$76.3 million figure; the project needs to be diligently pursued; the CalTrans permit is very close to being secured; the DDA requires the

developer to come back to Council if the Tinker Avenue project is declared infeasible and an agreement is not reached with the College District; Council would have the opportunity to evaluate the work done to date and request a ninety-day review to ensure that the extension happens; the project contemplates that there should be alternative improvements if the Council decides that the right-of-way acquisition cannot happen; the alternative improvements have not been designed, subject to CEQA, and may require acquisition of land that the City does not control; the developer would pay an in-lieu fee that would be used to augment the Transportation Demand Management (TDM) Program designed to reduce trips if the alternative improvements are also infeasible; the in-lieu fee would be a bonus payment because the 2000 EIR and the SEIR call for Council to adopt a statement of overriding considerations so that the project could go forward without Tinker Avenue; everyone recognizes that the Tinker Avenue extension is very important to yield optimum land values.

Councilmember/Authority Member/Commissioner Matarrese stated Section 3.72 (C) and (D) of the DDA could be interpreted as not being an interactive process; the ninety-day review is not noted in the DDA.

The Base Reuse and Community Development Manager stated the language is part of the supplemental staff report.

Councilmember/Authority Member/Commissioner Matarrese stated the language should be bulletproof.

Vice Mayor/Authority Member/Commissioner Gilmore inquired who would be responsible for funding plans, acquisition, and construction if Tinker Avenue extension is deemed infeasible, to which the Base Reuse and Community Development Manager responded Catellus.

Councilmember/Authority Member/Commissioner Daysog stated everyone sees the project as a rare opportunity to transform a blighted area into something beautiful; inquired whether any thought has been given to beautifying the area when entering Alameda through the Webster Street Tube.

The Base Reuse and Community Development Manager responded the property is not adjacent to the Tube; stated extensive work has been done to landscape the area and provide signage to welcome people to Alameda and the Alameda Landing project.

Councilmember/Authority Member/Commissioner Daysog inquired whether

organizational issues have come up, such as working with the West Alameda Business Association (WABA) in conjunction with the developer.

The Base Reuse and Community Development Manager responded Catellus is willing to work with the City and WABA to bring pressure on CalTrans to put a little more elbow grease in keeping the Webster Street Tube area cleaned up.

Councilmember/Authority Member/Commissioner Daysog requested an explanation of coordinating physical design issues with Webster Street.

The Base Reuse and Community Development Manager stated WABA is interested in ensuring that the Alameda Landing project and Webster Street are seen as one big project which would encourage people to go between Alameda Landing and Webster Street; matching light standards, benches and landscaping have been discussed.

Councilmember/Authority Member/Commissioner deHaan inquired what amount has been budgeted for the Willie Stargell extension, to which the Base Reuse and Community Development Manager responded approximately \$20 million.

Councilmember/Authority Member/Commissioner deHaan inquired what the amount would be if in-lieu fees occurred.

The Base Reuse and Community Development Manager responded the in-lieu fees are based on a formula; stated phasing is very important; the project contemplates that the last conveyance parcel has to be acquired no later than 2016, which is two years earlier than the last required land purchase under the existing DDA; the first phase is accelerated from the existing DDA which had 14 acres of minimum takedowns; the first backbone demolition phase contains approximately 38 acres; the City would require Catellus to take down a minimum 14-acre parcel and begin demolition work three years from now in the event that all the conditions preceding the first phase of demolition have been met with the exception of the requirement that the project makes a 12% return; the latest time the developer would start working on the first phase would be three years from now; the latest time the developer could purchase the last phase of land would be ten years from now; the time line is accelerated from the existing DDA with the minor exception that Catellus would have to purchase the first 14-acre parcel in 2008 under the existing DDA; Catellus would purchase a 14-acre parcel that would require the least amount of demolition and backbone

infrastructure.

Councilmember/Authority Member/Commissioner Daysog stated visual design issues need to be addressed by the Planning Board and community; the retail buildings parallel to the Webster Street Tube run the potential of being a plain wall; the new library has nice windows along Lincoln Avenue; inquired whether the DDA allows Council and the Planning Board flexibility to institute design features.

The Base Reuse and Community Development Manager responded Council is requested to amend the Master Plan; stated the Master Plan sets out design guidelines and conditions; Catellus must bring each development plan back to the Planning Board for approval; plans must be consistent with the Master Plan guidelines.

Mayor/Chair Johnson inquired whether the Planning Board would approve the guidelines.

The Base Reuse and Community Development Manager responded the design guidelines are part of the Master Plan that was presented to the Planning Board and is before Council tonight.

Vice Mayor/Authority Member/Commissioner Gilmore inquired whether Council had the ability to go back and tweak the Transportation Demand Management (TDM) program if the project is approved tonight.

The Base Reuse and Community Development Manager responded Bike Alameda requested a minor amendment to the Conditions of Approval for the Master Plan that would allow the Transportation Commission the ability to weigh in on the TDM; Catellus is comfortable with the modifications to the Conditions of Approval.

Vice Mayor/Authority Member/Commissioner Gilmore stated the report shows that Catellus would operate the water taxi shuttle on a one-year pilot basis; there is no criteria for deciding if, how, and when the shuttle would continue; questioned how the TDM's success would be measured; stated trip reduction goals have not been set; funding has been capped and would go to the water taxi mostly; inquired whether the maximum parking spaces are any different from the minimum parking spaces set for the Alameda Towne Center.

The Supervising Planner responded the Conditions of Approval are part of the Master Plan and would be adopted by ordinance; stated the TDM program is set to provide an outline of what the program should include; Catellus must provide a detailed TDM program which

would be reviewed by the Planning Board and Transportation Commission before first phase development is approved; an annual reporting process also would be required to evaluate how the program is doing; flexibility is necessary for the TDM Coordinator to respond to user demand.

Vice Mayor/Authority Member/Commissioner Gilmore inquired whether the Transportation Commission and Planning Board could set trip reduction goals and a measuring methodology.

The Supervising Planner responded in the affirmative; stated the business deal provides Catellus with some security as to the program cost; \$425,000 must be provided to the TDM program for operations each year; the City does not have the ability to come back in three years and unilaterally request \$600,000.

Mayor/Chair Johnson inquired who determines how to use the \$425,000.

The Supervising Planner responded the Planning Board and Transportation Commission have the ability to review the TDM program for the first phase of the project; stated the program would be up and running once the first phase development is approved; the manager would oversee the use of the money.

Mayor/Chair Johnson inquired whether recommendations would be brought to Council.

The Supervising Planner responded in the negative; stated the site phase is at the Planning Board approval level.

Vice Mayor/Authority Member/Commissioner Gilmore inquired whether shuttle use would be contemplated in the TDM program.

The Supervising Planner responded the idea was to establish a funding source for an annual operation and allow some flexibility for how best to use the money.

Councilmember/Authority Member/Commissioner Daysog moved to continue the meeting past midnight.

Vice Mayor/Authority Member/Commissioner Gilmore seconded the motion, which carried by unanimous voice vote - 5.

Vice Mayor/Authority Member/Commissioner Gilmore stated some Tinker Avenue/Wilver "Willie" Stargell extension issues may arise; a certain amount of lag time is possible; she would not like to get into a situation where the City is strapped with a \$425,000 cap and is locked into a Transportation Management Plan (TMP); alternative plans are needed.

Councilmember/Authority Member/Commissioner Daysog inquired how retail impact concerns would be addressed.

The Base Reuse and Community Development Manager responded the entitlement process is part of putting the project together; stated a retail impact analysis was prepared; the DDA requires that the retail tenanting strategy be consistent with the analysis and address leakage; the leakage is identified in the study; Catellus is required to put together a retail leasing strategy and to meet with staff to discuss meeting the leasing strategy on a quarterly basis.

Councilmember/Authority Member/Commissioner Daysog stated Exhibit C of the DDA refers to public benefits; the bullet points seem to address project intentions; inquired whether the public benefits are not action statements.

The Base Reuse and Community Development Manager responded in the affirmative; stated the community benefits are identified in conjunction with the statement of overriding considerations; project community benefits are listed in exchange for the statement of overriding considerations.

Councilmember/Authority Member/Commissioner Daysog stated he does not see a statement regarding how the project could jumpstart the beautification process around the Webster Street Tube area.

Mayor/Chair Johnson inquired who owned the Webster Street Tube area, to which Councilmember/Authority Member/Commission Daysog responded CalTrans.

Vice Mayor/Authority Member/Commissioner Gilmore stated Catellus would meet quarterly with staff to discuss whether the tenanting strategy is on target; inquired what would happen if the tenanting strategy was not on target; stated experience has shown that situations may occur where the tenanting strategy might get off track; inquired how much oversight there would be.

Mayor/Chair Johnson stated an example would be the Bridgeside

project.

In response to Vice Mayor/Authority Member/Commissioner Gilmore, the Base Reuse and Community Development Manager stated the DDA requires Catellus to come back to the Economic Development Commission (EDC) and CIC and amend the DDA if deviations are made to the tenanting strategy and leakage analysis; accountability is built into the DDA.

Councilmember/Authority Member/Commissioner Daysog inquired how a better quality apparel retailer mix is being addressed.

The Base Reuse and Community Development Manager responded focus is placed on retail categories and would be addressed at the staff quarterly meetings.

Mayor/Chair Johnson inquired what is the projected amount per square foot for the retail area.

The Base Reuse and Community Development Manager responded the performa currently shows a net of \$12.01 per square foot; the net would be in the high \$20.00's per square foot when Catellus builds the improvements and enters into leases.

Councilmember/Authority Member/Commissioner deHaan inquired whether footprints larger than 50,000 square feet are anticipated.

The Base Reuse and Community Development Manager responded there is nothing to cap the amount of square footage for any individual retail user.

Councilmember/Authority Member/Commissioner deHaan inquired whether the square footage could be as high as 225,000 square feet for one tenant.

The Base Reuse and Community Development Manager responded it would be highly unlikely to have one tenant at 225,000 square feet and the rest making up 75,000 square feet.

Councilmember/Authority Member/Commissioner deHaan stated the issue should come back to Council, the EDC, or Planning Board; Council did not have aspirations for the type of tenants at Bridgeside; Bed Bath and Beyond and Borders would go into the Towne Center most likely; overlap questions need to be addressed.

Councilmember/Authority Member/Commissioner Daysog stated the

project should be designed to ensure high quality in amenities, open space, and friendliness; proactive work needs to be done with potential store owners to let them know that potential sales would be not just from the Alameda consumer but from Jack London Square residents.

The Base Reuse and Community Development Manager stated the DDA references Chapter 3 of the retail impact update; Chapter 3 contains a table that lists sample tenants; Council would have the opportunity to require Catellus to go back to the EDC, and CIC if desired, to revise the tenanting strategy if there is tenant deviation.

Mayor/Chair Johnson stated said requirement should be implemented and would ease a lot of concerns.

The Base Reuse and Community Development Manager stated an EDC and CIC re-examination would be triggered if staff perceives that the list of tenants is strained.

Councilmember/Authority Member/Commissioner Matarrese stated he would like to see a staff evaluation presented; he is concerned with the potential for an Orchard's with the existing Pagano's Hardware; the project is good and has broad support; the process has been great; the DDA should ensure that discussions happen.

Vice Mayor/Authority Member/Commissioner Gilmore stated she is not satisfied with the TDM.

Councilmember/Authority Member/Commissioner Matarrese stated different entitlements are given; there is a switch from an all commercial R&D entitlement to an entitlement that has retail and residential; the two entitlements have different impacts; the retail entitlement impacts Webster Street and the rest of the City's retail nodes; inquired whether the Memorandum of Understanding (MOU) between WABA and Catellus in the DDA.

The Base Reuse and Community Development Manager responded the MOU is noted in DDA Section 13.33.

Councilmember/Authority Member/Commissioner Matarrese stated the MOU is not mentioned in Section 4.10.

The Base Reuse and Community Development Manager stated WABA is addressed in the DA and in the DDA on page 83, and acknowledges that both parties have signed the MOU and what the obligations are;

the MOU could be attached to the DDA.

Mayor/Chair Johnson stated the MOU should be attached as an exhibit; the DDA notes WABA's desire to limit smaller retailers.

Councilmember/Authority Member/Commissioner Matarrese stated the retail and residential entitlements have different transportation patterns; he can see residential commuters trying to head out of the Webster Street Tube at commute time; he is happy with the water shuttle; he would like the land shuttle and ride share described explicitly in the TDM; goals should be described; the goal is not to have a TDM program but is to reduce the number of vehicle trips, provide improved non-auto transit options, and implement metrics to measure success; land shuttle and ride share lots need to be called out but should not be limited.

The Supervising Planner stated the Conditions of Approval include the land and water shuttle as required elements of the first phase of the TDM; the Master Plan also calls for an on-sight ride share lot.

The Assistant City Manager stated the cross references are generally universal between the DA and the Conditions of Approval exhibits.

The Base Reuse and Community Development Manager stated some of the documents, such as the DA and Master Plan, are City documents; the DDA is a CIC document.

Councilmember/Authority Member/Commissioner Matarrese stated goals should be mentioned.

Vice Mayor/Authority Member/Commissioner Gilmore stated she would like to see something that addresses the potential lag in Tinker Avenue and the alternatives as related to the TDM and cap; she understands how Catellus would like to cap responsibility; she would like some mechanism in place if the City gets into a situation where the project is roaring and then there is a lag between building Tinker Avenue or building an alternative; she would like to see an increase in the amount of money to shuttle people until the Tinker Avenue extension or alternatives are built.

The Base Reuse and Community Development Manager suggested amending the language to have Council evaluate what should be done with augmenting the TDM with reference to the Tinker Avenue extension when infeasibility is declared.

The Assistant City Manager stated all the Tinker Avenue determinations have to be made before the project is started in the second and third phase.

Vice Mayor/Authority Member/Commissioner Gilmore stated she is concerned about what to do with the existing phase of the project until the City figures out what to do with Tinker Avenue.

Councilmember/Authority Member/Commissioner Daysog inquired whether there are processes and mechanisms in place to deal with referenced transportation questions.

The Base Reuse and Community Development Manager responded the documents could be adopted as amended; stated the DDA provision could be expanded when the Tinker Avenue declaration of infeasibility comes to Council; the TDM could be augmented; the goals of the TDM Program could be articulated.

The Assistant City Manager stated the DDA was designed to be as flexible as possible in order to respond to need; the developer is trying not to allow the City to come back with an unlimited tax for money to fix problems that might arise.

Councilmember/Authority Member/Commissioner Daysog stated he is comfortable that processes are in place to deal with issues that Council has raised; the process has been long; it is important to believe that trust has been built.

Mayor/Chair Johnson stated approval could be given with direction to add language and provisions relating to issues discussed.

Vice Mayor/Authority Member/Commissioner Gilmore requested clarification on the TDM; inquired whether the TDM would be devised after specific approval of project phases and could go hand in hand.

The Supervising Planner responded the Conditions of Approval require that a detailed TDM program describing the entire program for all phases be presented to the Transportation Commission and Planning Board; stated operations have been front loaded; Condition of Approval #11 states buses would be on the road and running at a minimum 30-minute headway for the first 100,000 square feet of nonresidential or first 150 housing units, whichever comes first; the project is the beginning of the West End TDM program.

Councilmember/Authority Member/Commissioner Matarrese stated internet connection would be needed; negotiations could include utilizing Alameda Power and Telecom (AP&T) as the preferred provider on residential and commercial land sales; he would like to see municipal electric buses utilized.

The Supervising Planner stated the TDM program would explain whether alternative fuel vehicles are used, and if not, why not; an annual report would review the decision.

Mayor/Chair Johnson stated there are many areas in Alameda where AP&T infrastructure is excluded.

Councilmember/Authority Member/Commissioner Daysog stated he does not care what type of bus people take, as long as busses are used as alternative vehicles.

Mr. Marshall stated Catellus has demonstrated willingness to discuss all issues; he would prefer to be better informed before making a commitment to use a particular provider.

Councilmember/Authority Member/Commissioner Matarrese stated issues have been discussed for some time; he wants the AP&T connection for the internet.

Mayor/Chair Johnson stated AP&T would install the infrastructure into the buildings.

Gregory Weaver, Catellus Managing Director, noted that by law Catellus could not require everyone to use a particular energy provider in Austin, Texas; a preferred provider package was marketed.

Mayor/Chair Johnson stated the City could not require residents to sign up with AP&T; infrastructure does not need to be installed for other companies.

Councilmember/Authority Member/Commissioner deHaan suggested that the issue be referred to the City Attorney; inquired whether Catellus has put together a tentative agreement with the unions, to which Mr. Marshall responded in the affirmative.

Councilmember/Authority Member/Commissioner Daysog stated he would like to add: "visually enhances the surrounding areas which represent a key Alameda gateway" to Public Benefits Exhibit C.

Councilmember/Authority Member/Commissioner Matarrese inquired whether Council certification would approve the recommended mitigations throughout the SEIR.

The Supervising Planner responded the findings resolution includes the Mitigation Monitoring Program, which outlines Catellus' commitments that the City would monitor; there is a commitment to evaluate widening Atlantic Avenue and Webster Street.

Councilmember/Authority Member/Commissioner Matarrese inquired whether widening Atlantic Avenue and Webster Street would need to be done in two years.

The Supervising Planner responded in the negative; stated the 2025 impact is tied to what happens at Alameda Point.

Councilmember/Authority Member/Commissioner Matarrese stated it is important to ensure that there is no institutional habit to widen Webster Street and Ralph Appezzato Parkway.

The Supervising Planner stated the Mitigation Monitoring Program states that Catellus has committed a fair share contribution; the City would continue to evaluate the matter; many of the 2025 mitigations impacts are a result of adding Alameda Point on top of Alameda Landing.

Councilmember/Authority Member/Commissioner deHaan inquired whether the Chinatown agreement would impact Alameda Landing, to which the Supervising Planner responded in the negative.

Councilmember/Authority Member/Commissioner deHaan stated the Chinatown agreement would have no impact at this time.

The Base Reuse and Community Development Manager stated the Chinatown agreement is exempt all together.

Councilmember/Authority Member/Commissioner deHaan stated he hopes that the water and land shuttles are adequate.

Vice Mayor/Authority Member/Commissioner Gilmore stated criteria needs to be established to determines whether or not the water and land shuttles should go forward at the end of the first year; otherwise, alternatives would need to be reviewed.

The Supervising Planner stated opportunities would be available to shift funds if no one is riding the water shuttle and the buses are

packed.

Councilmember/Authority Member/Commissioner deHaan inquired whether limiting the largest building to 50,000 square feet would be considered.

Mayor/Chair Johnson responded said limit would be contrary to what WABA requested.

Councilmember/Authority Member/Commissioner Daysog stated some retail stores would require more than 50,000 square feet.

Councilmember/Authority Member/Commissioner Matarrese stated the retail size does not matter; what matters is whether the tenant mix meets the requirements.

Mayor/Chair Johnson inquired whether there was a cap in the Citywide Retail Strategic Plan.

The Base Reuse and Community Development Manager responded in the negative; stated the focus has been on the quality of the tenants and design.

Councilmember/Authority Member/Commissioner Daysog stated typical Kohls stores are 75,000 square feet; 50,000 square feet might not work for Kohls; good parameters need to be set regarding the 300,000 square feet; quality retail would be needed to recoup investments made.

The Base Reuse and Community Development Manager stated the direction is that Council and the CIC would like to have the retail tenants evaluated against the table in Chapter 3 and that the matter would be brought to Council if there is deviation in the retail strategy.

Councilmember/Authority Member/Commissioner Matarrese clarified that notification should be given whether or not there is deviation from the tenaning strategy.

The Base Reuse and Community Development Manager further stated the direction is to: 1) add the TDM Program goals, including trip reduction and a matrix to evaluate the success of the program, 2) attach the WABA MOU to the DDA, 3) discuss how to augment the TDM Program if Tinker Avenue infeasibility is declared and there is a lag; 4) tighten the language to be very clear that the process is an interactive process; 5) incorporate language designating AP&T as

the preferred provider to the extent allowed by the law; and 6) amend the Public Benefits schedule to include that one of the public benefits state: "visually enhances surrounding areas which represent a key Alameda gateway."

Councilmember/Authority Member/Commissioner Daysog stated Lowe's and Best Buy are examples of why retail cannot be limited to 50,000 square foot.

Councilmember/Authority Member/Commissioner deHaan stated the leakage study shows smaller footprint type retail would capture sales leakage.

The Base Reuse and Community Development Manager stated the leakage study assumes that Target would be at the Alameda Towne Center; the study would show different leakage in the event that Target does not go to the Alameda Towne Center; the idea is to be complimentary and not competitive.

Councilmember/Authority Member/Commissioner deHaan stated higher end tenants are usually not over 50,000 square feet.

Councilmember/Authority Member/Commissioner Daysog stated he is not arguing for big box stores; he would rather have smaller, boutique-type stores.

Councilmember/Authority Member/Commissioner deHaan stated retail mix, leakage factors, Council briefing, and business associations are important.

The Base Reuse and Community Development Manager stated Catellus is willing to come back to the CIC in the event of deviation from the table.

Mr. Marshall stated Catellus would be in default of all development documents if the leakage study were not followed; tenant discussions would be a challenge in a public forum.

Vice Mayor/Authority Member/Commissioner Gilmore stated Council could receive a confidential Off Agenda Report if Catellus does not comply; the matter would not need to come to Council for public discussion.

Councilmember/Authority Member/Commissioner deHaan stated Catellus has a development in Fremont.

Mr. Marshall stated said development was Pacific Commons.

Councilmember/Authority Member/Commissioner deHaan stated some of the Planning Board members visited the site and expressed a deep concern about project direction; inquired whether Council and the CIC could be assured that the same direction would not be taken.

Mr. Marshall responded the nature of the project dictates tenant quality; stated 50,000 square feet of retail would be at the waterfront portion of the project, which leaves 250,000 square feet for core retail; big footprint buildings would be limited; the strategy would be followed.

Councilmember/Authority Member/Commissioner Daysog stated the nature of the project is pedestrian-oriented and well designed, which results in a certain self-selection; work is still required to get the type of desired tenants.

Mayor/Chair Johnson stated that she appreciates Catellus's hard work to nail down Miracle League commitments.

(06-599A CC) Resolution No. 14047, "Certifying the Final Supplemental Environmental Impact Report for the Revised Catellus Mixed Use Development (State Clearinghouse #2006012091)." Adopted.

Councilmember Daysog moved adoption of the resolution.

Councilmember Matarrese seconded the motion, which carried by unanimous voice vote - 5.

(06-599B CC) Resolution No. 14048, "Making Findings Regarding Environmental Impacts and Mitigation Measures, Making Findings Concerning Alternatives, Adopting a Mitigation Monitoring and Reporting Program and Adopting a Statement of Overriding Considerations in Accordance with the California Environmental Quality Act for the Alameda Landing Mixed Use Development Project (State Clearinghouse #2006012091)." Adopted.

Vice Mayor Gilmore moved adoption of the resolution incorporating amendments made prior to the meeting.

Councilmember Matarrese seconded the motion, which carried by unanimous voice vote - 5.

(06-599C CC) Resolution No. 14049, "Approving General Plan Amendment, GPA-06-01: General Plan Amendments to: (A) Amend the

General Plan Land Use Diagram to Change the Designation of Approximately 74 Acres of the Catellus Mixed Use Development Project Site from Business Park to Specified Mixed Use Area, and (B) Amend Sections 2.2, 2.3, 2.6 and Associated Tables of the Land Use Element to Reflect the New Specified Mixed Use Area." Adopted.

Councilmember Matarrese moved adoption of the resolution.

Councilmember Daysog seconded the motion, which carried by unanimous voice vote - 5.

(06-599D CC) Introduction of Ordinance Approving Master Plan Amendment MPA-06-001 Substituting Office, Retail, Health Club, Residential and/or Mixed Uses for Approximately 77 Acres of Previously Entitled Office/Research and Development Uses. Introduced.

Councilmember deHaan moved introduction of the ordinance incorporating amendments made at the meeting.

Vice Mayor Gilmore seconded the motion, which carried by unanimous voice vote - 5.

(06-599E CC) Introduction of Ordinance Approving Development Agreement Amendment DA-06-0002 to the Development Agreement By and Between the City of Alameda and Catellus Development Corporation, Dated June 6, 2000, as Amended. Introduced.

Councilmember Daysog moved introduction of the ordinance incorporating amendments made at the meeting.

Councilmember Matarrese seconded the motion, which carried by unanimous voice vote - 5.

(06-599F CC) Introduction of Ordinance Approving Development Agreement DA-06-0003 By and Between the City of Alameda and Palmtree Acquisition Corporation (Successor by Merger to Catellus Development Corporation) Governing the Development of Up To 400,000 Square Feet of Office Space; a 20,000 Square Foot Health Club; Up To 300 Residential Units; and 300,000 Square Feet of Retail Space or 50,000 Square Feet of Retail Space and 370,000 Square Feet of Research and Development Space. Introduced.

Vice Mayor Gilmore moved introduction of the ordinance incorporating amendments made at the meeting.

Councilmember Daysog seconded the motion, which carried by unanimous voice vote 5.

(06-599G CC) Introduction of Ordinance Approving Development Agreement DA-06-004 By and Between the City of Alameda and the Palmtree Acquisition Corporation Governing the Development of Up To 300 Housing Units. Introduced.

Councilmember Matarrese moved introduction of the ordinance incorporating amendments made at the meeting.

Vice Mayor Gilmore seconded the motion, which carried by unanimous voice vote.

(06-599H CC) Resolution No. 14050, "Approving and Authorizing Execution of (1) an Amendment of the Disposition and Development Agreement with Palmtree Acquisition Corporation (Successor by Merger to Catellus Development Corporation) FOCIL-BP, LLC and Bayport Alameda Associates, LLC for the Sale and Development of Certain Real Property at the Fleet Industrial Supply Center ("FISC") and the East Housing Portion of the Naval Air Station; and (2) a New Disposition and Development Agreement with Palmtree Acquisition Corporation (Successor by Merger to Catellus Development Corporation) FOCIL-BP, LLC and Bayport Alameda Associates, LLC for the Sale and Development of Certain Real Property at the FISC." Adopted.

Councilmember deHaan moved adoption of the resolution incorporating amendments made prior to the meeting.

Councilmember Matarrese seconded the motion, which carried by unanimous voice vote - 5.

(06-076A CIC) Resolution No. 06-149, "Approving a Supplemental Environmental Impact Report for the Alameda Landing Mixed Use Development Project and: 1) Adopting Findings of Fact Regarding Environmental Impacts and Mitigation Measures, 2) Adopting Findings of Fact Concerning Alternatives, 3) Adopting the Mitigation Monitoring and Reporting Program, 4) Adopting a Statement of Overriding Considerations, 5) Authorizing the Executive Director to Amend the Disposition and Development Agreement with Palmtree Acquisition Corporation (Successor by Merger to the Catellus Development Corporation) FOCIL-BP, LLC and Bayport Alameda Associates, LLC for the Sale and Development of Certain Real Property at the Fleet Industrial Supply Center ("FISC") and the East Housing Portion of the Naval Air Station, and 6) Authorizing

the Executive Director to Enter Into a New Disposition and Development Agreement with Palmtree Acquisition Corporation for the Sale and Development of Certain Real Property at the FISC." Adopted.

Commissioner Daysog moved adoption of the resolution incorporating amendments made prior to the meeting.

Commissioner Gilmore seconded the motion, which carried by unanimous voice vote - 5.

(06-076B CIC) Recommendation to approve a Memorandum of Agreement regarding sources of repayment by and among the CIC, Palmtree Acquisition Development Corporation and FOCIL-BP, LLC documenting the sources of repayment to FOCIL pursuant to the Bayport DD.

Commissioner Daysog moved approval of the Memorandum of Understanding.

Commissioner Matarrese seconded the motion, which carried by unanimous voice vote - 5.

ADJOURNMENT

There being no further business, Mayor/Chair Johnson adjourned the Special Joint Meeting at 1:07 a.m.

Respectfully submitted,

Lara Weisiger, City Clerk
Secretary, Community Improvement
Commission

The agenda for this meeting was posted in accordance with the Brown Act.